

Hearing Date and Time: August 2, 2019 at 10:00 a.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, *et al.*, :
: **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
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**TRANSFORM HOLDCO LLC’S NOTICE OF HEARING FOR
ASSUMPTION AND ASSIGNMENT OF DESIGNATABLE CONTRACTS
BETWEEN DEBTORS AND AMAZON.COM SERVICES INC.
AND CERTAIN OF ITS AFFILIATES**

PLEASE TAKE NOTICE that pursuant to the *Amended Order Implementing Certain*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Notice and Case Management Procedures, entered on November 1, 2018 (ECF No. 405) (the “Amended Case Management Order”) and the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (ECF No. 3008) (the “Assumption and Assignment Order”), Transform Holdco LLC (the “Buyer”) hereby files this Notice of Hearing (the “Notice”) to provide notice to the Debtors and Amazon.com Services Inc. and certain of its affiliates (collectively, “Amazon”) of the Buyer’s intention to go forward with a hearing (the “Hearing”) to resolve Amazon’s *Limited Objection and Reservation of Rights Regarding Assumed Contracts, Pursuant to Sale Order and Assumption and Assignment Order* (ECF No. 3581) (the “Amazon Limited Objection”). The Hearing, is to be held before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York (the “Bankruptcy Court”) on **August 2, 2019 at 10:00 a.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief*, entered on April 2, 2019 (ECF No. 3008) (the “Assignment Procedures Order”) permits the Debtors to assume and assign certain executory contracts and unexpired leases upon notice to the relevant counterparties. The Assignment Procedures Order provides that where timely objections to a notice of assumption and assignment are filed, such objections may be heard by filing a notice of hearing with the Court on at least ten (10) days’ notice.

PLEASE TAKE FURTHER NOTICE that the Amazon Limited Objection requested confirmation from the Debtors and Transform of three separate issues (the “Amazon Assumption Issues”), all three of which Transform has confirmed but which the Debtors have been unwilling to confirm to date. The Amazon Assumption Issues are as follows:

(a) the Assumed Amazon Contracts are as set forth in Paragraph 9 of the Recoupment Notice;

(b) the Buyer Affiliates are Affiliated Designees under the Asset Purchase Agreement; and

(c) the Amazon Receivables and Net Receivable Amount are included in the Acquired Receivables acquired by Buyer under the Asset Purchase Agreement, and no other amounts are owed by Amazon to the Debtors with respect to the Assumed Amazon Contracts for the period through the Reconciliation Date.²

PLEASE TAKE FURTHER NOTICE that there is no dispute between Transform and Amazon with respect to confirming the Amazon Assumption Issues and Transform has expressly confirmed in writing that it confirms each of the Amazon Assumption Issues. Transform and Amazon have repeatedly sought confirmation from the Debtors of the Amazon Assumption Issues in an effort to avoid a contested hearing with respect to the Amazon Assumption Issues and assumption of the Assumed Amazon Contracts that Transform intends to assume, but the Debtors have not confirmed the Amazon Assumption Issues to date.

PLEASE TAKE FURTHER NOTICE that, unless the parties reach a consensual resolution regarding assumption of the Amazon contracts prior to the Hearing, Transform shall file a reply brief in response to the Amazon Limited Objection no later than July 31, 2019, as required by the *Amended Order Implementing Certain Notice and Case Management Procedures* (ECF No. 405).

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to such term in the Amazon Limited Objection and the Recoupment Notice attached thereto.

Dated: July 22, 2019

/s/ Luke A. Barefoot

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